

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

**SECOND AMENDMENT OF
PAID UP OIL AND GAS LEASE**

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

KNOW ALL MEN BY THESE PRESENTS:

This Amendment of Oil and Gas Lease ("Amendment") is executed by UDR THE MANDOLIN LLC, a Delaware limited liability company as successor in interest to UDR Texas Properties LLC, a Delaware limited liability company whose address is 1745 Shea Center Drive, Suite 200, Highlands Ranch, Colorado, 80129 ("Lessor"), and Chesapeake Exploration, L.L.C., the address of which is P. O. Box 18496, Oklahoma City, Oklahoma 73154-0496 and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002 (collectively, "Lessee") for the purposes and considerations hereinafter expressed.

WHEREAS, Lessee is the current owner of the interest in and under that certain oil and gas lease (the "Lease") dated September 27, 2007 from Lessor a Memorandum of which is recorded as document number D207374053, D.R.T.C. and the First Amendment to Paid Up Oil and Gas Lease which is recorded as document number D207420469, D.R.T.C. covering the following property to wit:

28.183505 acres of land, more or less, consisting of the following tracts:

Tract 1

9.125505 acres of land, more or less, known as Lot 5, Block 2 of the Villages of Bear Creek Addition, Phase II, City of Euless, Texas, described in that certain Plat dated March 2, 2004, recorded in Cabinet A, Slide 9055, and also being a part of 28.183149 acres of land described in that certain Special Warranty Deed dated October 15, 1998 from Bear Creek Associates, IV, a California limited partnership to UDR Texas Properties, L.P., a Delaware limited partnership, and recorded in Document Number D198242377 in the Deed Records of Tarrant County, Texas.

Tract 2

19.058000 acres of land, more or less, being Lot 4, Block 2 of the Villages of Bear Creek Addition, Phase I, an addition to the City of Euless, Texas, shown by the plat recorded in Cabinet A, Slide 7518, of the plat records of Tarrant County, Texas, and situated in the s. Tucker Survey, Abstract No. 1512, and being the same land as described in that certain deed dated June 24, 2002, from Mandolin QI, L.P., a Delaware limited partnership, to UDR Mandolin, L.P., a Delaware limited partnership, and recorded in Volume 15774, Page 310, and also, in that certain deed dated November 28, 2001, from UDR JV, LLC, a Virginia limited liability company, to UDR Mandolin, L.P., a Delaware limited partnership, and recorded in Volume 15292, Page 115, of the Deed Records, Tarrant County, Texas.

(hereinafter referred to as the "Subject Lands")

WHEREAS, Total E&P USA, Inc. acquired an undivided 25% of Chesapeake Exploration, L.L.C.'s working interest in the aforementioned Lease.

WHEREAS, the parties named herein now desire to ratify and amend the Lease as hereinafter set forth:

1. The sentence in Paragraph 6 of the Lease which reads:

"The unit formed by such pooling for an oil well which is not a horizontal completion shall not exceed 80 acres plus a maximum acreage tolerance of 10%, and for a gas well or a horizontal completion shall not exceed 320 acres plus a maximum acreage tolerance of 10%; provided that a larger unit may be formed for an oil well or gas well or horizontal completion to conform to any well spacing or density pattern that may be prescribed or permitted by any governmental authority having jurisdiction to do so"

is hereby deleted in its entirety and replaced by the following:

"The unit formed by such pooling for an oil well which is not a horizontal completion shall not exceed 80 acres plus a maximum acreage tolerance of 10%, and for a gas well or a horizontal completion shall not exceed 640 acres plus a maximum acreage tolerance of 10%; provided that a larger unit may be formed for an oil well or gas well or horizontal completion to conform to any well spacing or density pattern that may be prescribed or permitted by any governmental authority having jurisdiction to do so."

Whereas now, the Lease shall allow for 640 acres + a maximum tolerance of 10%.

2. This Amendment shall be binding upon and inure to the benefit of each of the parties hereto and their respective heirs, successors and assigns, and may be executed in any number of multiple counterparts, each of which shall have the same force and effect as an original instrument executed by all of the undersigned parties, regardless of whether such counterpart is executed prior to or subsequent to the date hereof or the filing of record of a counterpart hereof.

3. The Lessor hereby grants and leases the Subject Lands to the Lessee on the terms and conditions set forth in the Lease, as amended hereby, and the Lessor hereby adopts, ratifies and confirms the Lease, as amended hereby, and agrees that the Lease, as amended hereby is a valid and subsisting lease in full force and effect in accordance with its terms and provisions, as amended.

4. Terms defined in the Lease shall have the same meaning in this Amendment.

5. It is further understood and agreed by all parties hereto that the provisions contained herein shall supersede any provision to the contrary in said Lease described herein, however in all other respects, said Lease and the prior provisions thereto, shall remain in full force and effect.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby adopt, ratify, and confirm said lease, grant, demise and let the Subject Lands unto Lessee, subject to and in accordance with all of the terms and provisions of said Lease as amended herein.

EXECUTED on the date(s) subscribed to the acknowledgements below.

THE REMAINDER OF THIS PAGE HAS INTENTIONALLY BEEN LEFT BLANK

LESSOR:

UDR THE MANDOLIN LLC,
a Delaware limited liability company

By: UDR TEXAS VENTURES LLC,
a Delaware limited liability company,
its Sole Member

By: UDR TX FUND LLC,
a Delaware limited liability company,
its Managing Member

By: LINCOLN TC II, L.P.,
a Delaware limited partnership,
its Sole Member

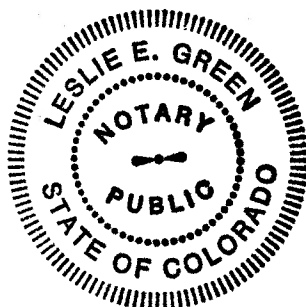
By: UDR WESTERN RESIDENTIAL, INC.,
a Virginia corporation, its General Partner

By: [Signature]
W. Mark Wallis
Senior Executive Vice President

STATE OF COLORADO)
) ss:
COUNTY OF DOUGLAS)

On this 3rd day of August 2010, before me personally appeared W. Mark Wallis, as the Senior Executive Vice President of UDR Western Residential, Inc., Virginia corporation, the General Partner of LINCOLN TC II, L.P., the Sole Member of UDR TX FUND LLC, the Managing Member of UDR TEXAS VENTURES LLC, the Sole Member of UDR THE MANDOLIN LLC, a Delaware limited liability company, on behalf of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand.



[Signature]
Notary Public, State of Colorado
My Commission Expires: 4-20-12

LESSEE:

CHESAPEAKE EXPLORATION, L.L.C.,
an Oklahoma limited liability company

By: _____
Henry J. Hood, Senior Vice President –
Land and Legal & General Counsel

STATE OF OKLAHOMA)
) §
COUNTY OF OKLAHOMA)

This instrument was acknowledged before me on this _____ day of _____, 2010, by Henry J. Hood, as Senior Vice President - Land and Legal & General Counsel of Chesapeake Exploration, L.L.C. on behalf of said limited liability company.

My Commission Expires: _____ Notary Public
Commission Number: _____

LESSEE:

TOTAL E&P USA, INC., a Delaware corporation

By: _____
Name: _____
Title: _____

ACKNOWLEDGMENT

STATE OF TEXAS)
) §
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this ____ day of _____, 2010, by _____ of **TOTAL E&P USA, INC.**, a Delaware corporation, as the act and deed and on behalf of such corporation.

Notary Public in and for the State of Texas

AFTER RECORDING RETURN TO:
Cimmaron Field Services, Inc.
221 Bedford Road
Suite 100
Bedford, Texas 76022

Attn: Curative Department

SUZANNE HENDERSON

COUNTY CLERK



100 West Weatherford Fort Worth, TX 76196-0401

PHONE (817) 884-1195

CIMMARON FIELD SERVICES INC
221 BEDFORD RD #100
BEDFORD, TX 76022

Submitter: ON THE EDGE ASSOCIATION

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 8/9/2010 9:25 AM

Instrument #: D210191734

OPR

5

PGS

\$28.00

By: _____

Suzanne Henderson

D210191734

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY
BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

Prepared by: DNCLARK